

Donald L. Gaffney (AZ #005717)
Christopher H. Bayley (AZ #010764)
Daren W. Perkins (AZ #016698)
SNELL & WILMER L.L.P.
One Arizona Center
Phoenix, Arizona 85004-0001
(t) 602/382-6254
(f) 602/382-6070
Internet: dgaffney@swlaw.com
cbayley@swlaw.com
dperkins@swlaw.com

Attorneys for Official Unsecured Creditors' Committee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In Re:

BCE WEST, L.P., *et al.*,
Debtors.

Proceedings Under Chapter 11

Case No. B98-12547-ECF-CGC

(Case Nos. 98-12547-ECF-CGC through
98-12570-ECF-CGC)

(Jointly Administered)

**NOTICE OF TAKING DEPOSITION
OF LYNN D. SIMMONS**

EID: 38-319719

YOU ARE HEREBY NOTIFIED that the deposition will be taken upon oral examination of the person listed below, at the time and place stated below before an officer authorized by law to administer oaths. This deposition is to be taken pursuant to Rules 26 and 30, Federal Rules of Civil Procedure, as incorporated into these proceedings by Bankruptcy Rules 7030 and 9014. The scope of the deposition shall include Debtors' "Emergency Motion for Expedited Consideration of Interim Order Extending Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization; Motion to Extend Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization." A list of the documents to be produced are set forth in the attached hereto as Exhibit "A."

PERSON TO BE EXAMINED:

Lynn D. Simmons
 Bank of America Illinois
 231 South LaSalle Street
 Chicago, IL 60697

DATE AND TIME OF DEPOSITION:

September 21, 1999 at 11:00 am

PLACE OF DEPOSITION:

Interim Court Reporting Service
 100 North LaSalle Street
 Suite 800
 Chicago, IL 60602

COPY sent/faxed, pursuant to Rule 5, Federal Rules of Civil Procedure, this date to
 these persons, in these capacities and at these addresses:

H. Rey Stroube III
 711 Louisiana #1900
 Houston, TX 77002
 Attorney for Debtors

Office of the United States Trustee
 2929 North Central Avenue
 Phoenix, AZ 85012

Thomas J. Salerno
 SQUIRE, SANDERS & DEMPSEY
 40 North Central Avenue #2700
 Phoenix, AZ 85004
 Attorneys for General Electric Capital Corporation

Lynn D. Simmons
 Bank of America Illinois
 231 South LaSalle Street
 Chicago, IL 60697
 Deponent

Interim Court Reporting Service
 100 North LaSalle Street
 Suite 800
 Chicago, IL 60602
 Court Reporters

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DATED this 16th day of September, 1999.

SNELL & WILMER L.L.P.

By s/s DLG (005717)
Donald L. Gaffney
One Arizona Center
Phoenix, Arizona 85004-0001
Attorney for Official Unsecured Creditors'
Committee

EXHIBIT "A"

1. Any and all documents which will be presented to the Court in support of Debtor's "Emergency Motion for Expedited Consideration of Interim Order Extending Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization; Motion to Extend Exclusive Periods for Debtors to File & Obtain Acceptances of Plans of Reorganization" (the "Motions").
2. Any and all documents concerning or relating to the matters raised by the Motions, including, but not limited to: (a) efforts to purchase or sell the Debtor's assets and/or to obtain an equity investment in the Debtor ; (b) the performance of the Debtor's business operations during calendar year 1999; and (c) the status of any and all plan(s) of reorganizations being prepared by or for the Debtor and/or any secured lender.
3. Any and all documents concerning or relating to projections and/or forecasts for the Debtor's business or financial performance.
4. Any and all documents reflecting communications concerning or relating to (a) the Debtor's business operations or performance; (b) plans for reorganization of the Debtor; and (c) the potential purchase or sale of the Debtor's assets and/or the potential equity investment in the Debtor.
5. Any and all documents concerning or relating to the reasons underlying the decision to commence a sale of the Debtor's assets and/or to obtain an equity investment in the Debtor, including, but not limited to, any input into that decision-making process by the secured lenders of the Debtor.

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